



# MEMO

**Date:** August 9, 2005  
**To:** ERCOT Board of Directors  
**From:** Mark Walker, Deputy General Counsel  
**Subject:** Ratification of Carolyn Shellman as Vice President, General Counsel & Corporate Secretary

## Issue for the ERCOT Board of Directors

**ERCOT Board of Director Meeting Date:** August 16, 2005

**Agenda Item No.:** 3

**Issue:**

Under the ERCOT Bylaws, Section 7.2, the ERCOT Board of Directors must ratify all officers of the corporation. ERCOT has hired a permanent Vice President, General Counsel and Corporate Secretary, pending Board ratification. Mark Walker, Deputy General Counsel has been serving as the Interim General Counsel and Corporate Secretary.

**Background/History:**

ERCOT hired Carolyn Shellman in August 2005, as the Vice President, General Counsel and Corporate Secretary, an officer position, subject to Board ratification. [The Non Profit Corporation Act requires that a corporation have a Corporate Secretary. (Non-Profit Corporation Act Art. 1396-2.20)].

**Conclusion/Recommendation:**

The Board should approve the following Resolution:

**WHEREAS**, pursuant to the ERCOT Bylaws, Section 7.2, the ERCOT Board of Directors shall ratify the officers of the corporation;

**WHEREAS**, the ERCOT Board of Directors approves the appointment of Carolyn Shellman as the Vice President, General Counsel and Corporate Secretary;

**THEREFORE, BE IT RESOLVED**, that the ERCOT Board of Directors hereby **RATIFIES** the appointment of Carolyn Shellman as the Vice President, General Counsel and Corporate Secretary effective August 16, 2005.